

# TEXAS ALLIANCE FOR CONTINUING MEDICAL EDUCATION (TACME), INC.

## BYLAWS

(Revised June 16, 2012)

### ARTICLE I: NAME, LOCATION, MISSION, AND VISION

#### Section 1: Name

The name of the organization is the Texas Alliance for Continuing Medical Education, Inc., hereafter referred to as the Texas Alliance.

#### Section 2: Location

The official address of the Texas Alliance shall be the Secretary's address. Since the Texas Alliance will not maintain an operations office, the secretary's address will serve as the location of the Texas Alliance, until such time as the Texas Alliance establishes a permanent address.

#### Section 3: Mission

The Mission of the Texas Alliance for Continuing Medical Education (TACME) is to promote quality continuing medical education (CME) in the state of Texas and provide opportunities for professional growth and development to all individual professionals and representatives of institutions and commercial companies involved with planning, implementing, and/or supporting CME in Texas. Members will be provided with opportunities to participate in TACME-sponsored activities which include, but are not restricted to:

- a) local, regional, and national networks for CME providers that will facilitate mentoring, preparing for accreditation review or on-site survey, sharing experiences, and exploring solutions for situations and problems associated with planning, implementing, and managing CME programs.
- b) continuing education for CME professionals in all aspects of CME management through a variety of activities -- including teleconferencing.
- c) the exchange of information and the development of relationships among all groups and organizations involved with CME (i.e., pharmaceutical companies, vendors, publications, electronic information services, other health care professions).
- d) open communication between regional, state, and national CME professional organizations (i.e., the Texas Medical Association (TMA), the Accreditation Council for Continuing Medical Education (ACCME), and the Alliance for Continuing Education in the Health Professions (ACEHP) in order to
  - 1) review and recommend professional standards for Texas CME providers.
  - 2) review and recommend, on behalf of Texas CME providers, any proposals and/or revisions of the CME regulations.
  - 3) identify and communicate a need for formal and informal CME professional education and/or support service.
  - 4) identify and communicate Texas health care trends and issues that may require a change in the overall CME process and design.
  - 5) provide a venue by which members may be represented and recognized for awards and commendation, and serve in elected and appointed board positions.

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### Section 4: Vision

- 1) Provide a variety of learning activities which facilitate expansion of continuing physician development.
- 2) Provide a forum to explore environmental factors that affect the provision of CME.
- 3) Provide mechanisms for networking among CME professionals.
- 4) Set standards to professionalize CME.
- 5) Provide a forum for exchange of CME management ideas.
- 6) Facilitate the formation of intrastate local/regional CME groups for exchange of practical information concerning daily operations.

## ARTICLE II: MEMBERSHIP

Membership in the Texas Alliance is open to individuals and institutions throughout Texas who are engaged in or interested in continuing education for physicians. Memberships must be renewed annually and are based on the calendar year.

### Section 1: Categories of Membership

- a) **Individual members:** Any individual, including but not limited to those in medical practice, medical education, government, and the pharmaceutical or other industry, who is engaged in teaching, learning, organizing, producing, evaluating, financing or studying aspects of continuing medical education, shall be eligible for individual membership provided that the individual's goal/motivation in becoming a TACME member is for education and not for profit. An individual shall become an individual member upon making proper application, supplying demographic information, and paying such dues as the Board may set from time to time. All individual members shall be eligible to vote and to hold office.
- b) **Institutional members:** Upon making proper application, institutions or organizations engaged in or interested in CME may become institutional members under such policies and by paying such dues as the Board may set from time to time. Institutional members may designate three representatives, according to guidelines established by the Board, each of whom shall have the same status and privileges as any other members of the Texas Alliance, i.e., they will be eligible to vote and hold office. Institutional memberships will remain with the supporting institution in the event of personnel changes.
- c) **Emeritus member:** Membership shall be open to any person who is retired and was a TACME member for 7 years prior to retirement. A person becomes an emeritus member upon supplying retirement and membership history information. Membership is in the name of the individual and not transferable. An emeritus member may take an active part in the affairs of TACME, including serving on committees. An emeritus member is exempt from annual dues.

### Section 2: Termination of membership

Membership shall be terminated by the death, voluntary withdrawal or expulsion of the member, or by non-payment of dues. A member may be expelled by a two-thirds vote of the Board.

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**ARTICLE III: MEETINGS OF MEMBERS**

**Section 1: Annual Meetings**

An annual meeting of members shall be held for the purpose of electing members of the Board and for the transaction of such other business as may properly come before the meeting. The annual meeting of members shall customarily be held in June at such specific time and place as is determined by the Board. The Board shall have the authority to change the time and place of the annual meeting at any time, in accordance with Section 3 hereunder.

**Section 2: Special Meetings**

Special meetings of members shall be held upon call of the President, a majority of the Board, or at the signed request of twenty percent (20%) of the active members.

**Section 3: Notification**

Notice of the time and place of holding meetings of members shall be announced by direct or electronic mail not less than thirty (30) days before the meeting.

**Section 4: Quorum**

Ten percent (10%) of the current membership of the Texas Alliance (counting individual members and individuals designated as members by institutional members) shall constitute a quorum at any meeting of members. If a quorum is not present, a majority of members present shall adjourn the meeting without taking any action.

**Section 5: Voting**

Each qualified member shall have one vote. Any vote by the membership may be conducted in any manner appropriate to the nature, seriousness, and timeliness of the issue at hand (e.g., telephone poll, mail vote). No proxy votes are allowed.

**ARTICLE IV: BOARD**

**Section 1: Name**

The name of the governing body of the Texas Alliance shall be the Board of Directors.

**Section 2: Number, Qualifications and Term of Office**

The number of elected Board members shall be as determined by the Board from time to time but shall be not less than five (5). Board members shall be elected for two-year terms. No elected Board member may serve more than two consecutive terms in any one position (Partial and/or Acting terms are not applicable). A Board member shall take office at the conclusion of the Annual Meeting at which he/she was elected and shall continue in office until his/her successor is elected and qualified. Board terms should be structured such that, each year, fewer than one-half of the Board Members are new.

**Section 3: Makeup**

The Board shall be made up of, but not limited to, the following individuals: the President, Immediate Past President or President-Elect, Secretary, Treasurer, Regional Coordinators and two (2) Members-at-Large.

The Board shall immediately include one individual from each new region approved by the Board.

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**Section 4: Nomination and Election**

Nominations for the Board shall be presented to the membership by the Board, acting on the recommendations of the Nominating Committee designated by the Board. Nominations will also be solicited from the active membership at large. A nominee, to be elected, must receive a majority or plurality (if more than two candidates) of votes cast by active members.

**Section 5: Removal**

Any Board member may be removed at any regular or special meeting of the Board called for that purpose, by a vote of a two-thirds majority of all Board members.

**Section 6: Vacancies**

In case of a vacancy on the Board, a successor to fill the unexpired portion of the term may be elected by a majority of the Board members.

**Section 7: Powers and Duties**

The Board shall have general power to manage and control the activities, property, and affairs of the Texas Alliance, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board and shall have full and complete authority with respect to the distribution and payment of the monies received by the Texas Alliance from time to time, except that the fundamental and basic purposes of the Texas Alliance, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and except further that the Board shall not permit any part of the net earnings or capital to inure to the benefit of any member or other private individual, except as provided in Article IV, Section 12.

**Section 8: Place of Meeting**

The Board may hold its meetings at such place or places as the Board may from time to time determine.

**Section 9: Annual Meeting**

The annual meeting of the Board shall be held immediately preceding, or immediately following, the annual meeting of the members. Notice of the time and place of holding such annual meeting shall be given by the President of the Texas Alliance by mailing or otherwise delivering thereof to each Board member not less than thirty (30) days before such meeting.

**Section 10: Special Meetings**

Special meetings of the Board may be held at any time and place upon the call of the President or of any three Board members. Special meetings may be held by telephone if a majority of the Board members consent to such a meeting and after an effort has been made to contact all Board members. Notice of the time, place and purpose of every special meeting of the Board shall be given by the President of the Texas Alliance by mailing, telephoning, or otherwise delivering the same to each Board member not less than seven (7) days before the meeting.

**Section 11: Quorum and Voting**

At each meeting of the Board, a majority of Board members in office shall constitute a quorum for the transaction of business. Except as otherwise stated in these Bylaws, the Board shall take action by a simple majority vote.

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**Section 12: Compensation**

No Board Member or officer shall receive, directly or indirectly, any salary from the Texas Alliance. The Corporation is empowered to pay reasonable and necessary expenses related to services rendered and to make payments and distributions in furtherance of the corporation's purposes. The Board shall establish policies regulating to what extent Board members can pay for and be reimbursed for out-of-pocket expenses related to providing services for the Texas Alliance.

**Section 13: Committees**

Committees of the Texas Alliance are authorized by the Board. Except as noted below, chairs of committees are appointed by the President. Committee members are designated by the committee chairs. The president shall serve as an ex-officio member of all committees.

The following are designated as Standing Committees of the Texas Alliance. The broad goals of their operation are listed below. Specific objectives for their functioning are the responsibility of the committee chairs and members under the guidance of the President and Board.

- a) **Executive Committee:** The Executive Committee of the Board shall consist of the President, President-Elect or immediate Past President, Secretary, Treasurer and such others as the Board may from time to time designate. The Executive Committee shall have oversight of the annual budget of the Texas Alliance, including all expenses and income and shall advise the Board on means to optimize the expense/income ratio to preserve the financial well-being of the Texas Alliance.
- b) **Membership Services Committee:** The Membership Services Committee shall be responsible for maintaining membership records through the Secretary, for communication to the members on membership matters, and for developing strategies to promote membership and membership benefits. The Regional Coordinators shall serve as members of the Membership Services Committee. The Texas Alliance Secretary shall serve as the chair of the Membership Services Committee.
- c) **Nominating Committee:** The Nominating Committee shall consist of five positions (four members and a chairperson), all appointed by the President. The five Nominating Committee positions shall represent the Texas Alliance constituency geographically. Two positions shall be filled by members of the Board, and three positions shall be filled from the general membership of the Texas Alliance.

The Chairperson for the Nominating Committee shall be the Immediate Past President (when there is an immediate Past President on the Board). In the years when there is no Immediate Past President serving on the board or the Immediate Past President is unable to serve as chairperson of the Nominating Committee, an individual from the general membership shall be appointed by the President to serve as chairperson of the Nominating Committee.

- d) **Communications Committee:** The Communications Committee is responsible for assessing the Texas Alliance's communications needs, investigating potential means to meet these needs, recommending communications tools and implementing chosen ideas. The President shall appoint the chair of the Communications Committee.
- e) **Professional Education Committee:** The Professional Education Committee shall be responsible for determining the development needs of CME professionals throughout the state and recommending, coordinating and evaluating appropriate educational events to meet those needs. Annual budgets for professional education shall be determined by the Board; however, the Professional Education Committee will be responsible for recommending the effective use of these funds. The Texas Alliance President-Elect shall serve as the chair of the Professional

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Education Committee; the Texas Alliance Immediate Past President shall serve as the chair of this committee in the year prior to the year of the election of the President-Elect.

- f) **Other Committees:** The Board may designate such other committees or task forces as it deems appropriate. The chair of such committees shall be appointed by the President and whose members shall be appointed by the chair.

**ARTICLE V: OFFICERS**

**Section 1: Number and Qualifications**

The officers of the Texas Alliance shall be elected by the general voting membership and shall be a President, President-Elect or the Immediate Past President, Secretary, Treasurer, one (1) Regional Coordinator from each designated region and two (2) Members-at-Large. These officers shall perform the duties prescribed by these Bylaws.

**Section 2: Election and Term of Office**

The President, Secretary, Treasurer, Regional Coordinators and Members-at-Large shall be elected for a two-year term at the Texas Alliance annual meeting and, subject to Sections 3 and 4 of this Article, shall serve until their respective successors have been elected and qualified. The President shall serve as President-Elect for one year prior to confirmation as President and one year as Immediate Past President after serving the term for President. Election of Regional Coordinators shall be by majority vote of members in the region or by the Board until such time as an election is held.

**Section 3: Removal**

A two-thirds vote by the Board is required to remove any officer of the Texas Alliance.

**Section 4: Vacancies**

In case of a vacancy in the office of the President, President-Elect, Secretary, Treasurer, Regional Coordinators or Members-at-Large, a successor to fill the unexpired portion of the term may be appointed by the Board at a special meeting called for that purpose, providing Board members are notified of the meeting thirty (30) days in advance of such a meeting. Should the Immediate Past President be unable to serve the duties, a voting member of the Texas Alliance shall be appointed to fulfill said duties of the unexpired portion of that term.

**Section 5: Powers and Duties of Elected Officers:**

- a) **President:** The President shall preside at all meetings of the general membership and the Board of the Texas Alliance. The President shall exercise general supervision over the affairs of the Texas Alliance and shall be an ex-officio member of all committees of the Board. He/she shall have the power to sign with the Treasurer, in the name of the Texas Alliance, all contracts authorized either generally or specifically by the Board. The President shall appoint the chairs of all committees, task forces of the Board, and any ex-officio members of the Board, and perform such other duties as may be assigned by the Board.
- b) **President-Elect:** The President-Elect shall have such powers and duties as may be assigned to him/her by the Board. In the absence of the President, the President-Elect shall perform the duties of the President. When there is no President-Elect or if neither the President nor the President-Elect can serve, the Immediate Past President shall serve.

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- c) **Secretary:** The Secretary shall exercise general supervision over all aspects of the Texas Alliance's communications, membership reports and minutes. The Secretary shall maintain a list of all dues-paying Texas Alliance memberships. The Secretary shall also ensure that corporate reports are in a form determined from time to time by the Board.
- d) **Treasurer:** The Treasurer shall exercise general supervision over all aspects of the Texas Alliance's financial affairs. The Treasurer shall ensure that audit reports are presented to the Board annually. The Treasurer shall also ensure that financial reports are submitted in the proper form as determined by the Board from time to time. He/she shall receive the bank statements and reconcile the accounts of the Texas Alliance.
- e) **The Immediate Past President:** The Immediate Past President shall serve on the Board for one (1) year following the completion of the term of office of President.
- f) **Regional Coordinators:** The regional coordinators shall serve to represent the interests of the region to which he/she is elected. Election of Regional Coordinators shall be by majority vote of members in the region or by the Board until such time as an election is held.
- g) **Members-at-Large:** The Members-at-Large will serve to represent the interests of the members at large.

**ARTICLE VI: CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.**

The Board may select such depositories as it shall deem proper for the funds of the Texas Alliance and shall determine who shall be authorized in the Texas Alliance's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

The Board shall enact ways of insuring that the financial transactions of TACME are handled in an appropriate, verifiable manner.

**ARTICLE VII: OFFICE AND BOOKS**

**Books:** There shall be kept, by the Secretary, correct books of account and transactions of the activities of the Texas Alliance, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all minutes of the Board and the annual financial report of the Treasurer required by Article V, Section 5.d. of the Bylaws. All such documents shall be available for inspection by any active member upon request at a time and place mutually convenient to the requesting member and the Secretary.

**ARTICLE VIII: FINANCIAL REPORTS**

The Treasurer must report the financial status of the Texas Alliance, including, but not limited to, a categorical summary of all transactions, as defined from time to time by the Board. The Treasurer will make available to any requesting member of the Texas Alliance a detailed account of all financial transactions, within a reasonable amount of time.

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**ARTICLE IX: FISCAL YEAR**

The fiscal year of the Texas Alliance shall be the calendar year.

**ARTICLE X: AMENDMENTS**

These Bylaws may be amended by the affirmative vote of a majority of all active members. Such action may be initiated at any TACME meeting which includes notice of such proposed action, and by the affirmative vote of a majority of members voting.

We certify that these Bylaws were adopted by the Board of the Texas Alliance for Continuing Medical Education (TACME), Inc. on June 10, 1998.

Adopted by TACME General Membership on June 11, 1998.

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Mark Gregg  
President, TACME

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Date

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Marti Busbee  
Secretary, TACME

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Date